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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	: Chapter 11
SEARS HOLDINGS CORPORATION, et al.,	:
	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
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**APPELLEE TRANSFORM HOLDCO LLC’S COUNTERDESIGNATIONS OF ITEMS
TO BE INCLUDED IN RECORD ON APPEAL**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Appellee Transform Holdco LLC (together with its affiliates, “Transform”), by and through its undersigned counsel, hereby respectfully submits, pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure and Rule 8009-1 of the Local Bankruptcy Rules for the Southern District of New York, the following counterdesignation of additional items to be included in the record in connection with the appeal of Nina and Gerald Greene (the “Class Representatives” or “Appellants”) filed June 9, 2021 from the *Order Denying Class Representatives’ Motion for Relief from the Automatic Stay* [Docket No. 9538] (the “Order”), entered by this Bankruptcy Court on May 27, 2021.

On June 23, 2021 Class Representatives filed their *Statement of Issues to be Presented and Designation of Items to be Included in the Record on Appeal* [Docket No. 9603] (the “Designation”). Transform hereby offers the following counterdesignation of items to be included in the record on appeal.

DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL

Transform designates the following additional items for inclusion in the record on appeal. Each designated item shall also include any and all exhibits, documents, supplements and addenda annexed to and referenced within such items. By submitting this counterdesignation, Transform does not waive, and expressly reserves, its rights to seek to dismiss and otherwise challenge Class Representatives’ appeal. Further, by submitting this counterdesignation, Transform does not waive, and expressly reserves, its rights to rely on any of the documents designated by Class Representatives in their Designation, including any and all exhibits and documents annexed to and/or referenced within such items.

DOCUMENTS FILED IN BANKRUPTCY COURT

Docket No.	Docket Entry Date	Description
405	11/01/2018	<i>Amended Order Implementing Certain Notice and Case Management Procedures</i>
1730	1/18/2019	<i>Notice of Successful Bidder and Sale Hearing</i>
1969	1/25/2019	<i>Affidavit of Service</i>
2335	2/1/2019	<i>Declaration of Brian Aebersold</i>
2599	2/14/2019	<i>Notice of Filing Executed (I) Employee Lease Agreement, (II) Services Agreement, and (III) Amendment No. 1 to the Asset Purchase Agreement</i>
N/A	4/5/2019	Proof of Claim Number 14252
N/A	4/5/2019	Proof of Claim Number 14256
N/A	4/5/2019	Proof of Claim Number 14323
3880	5/15/2019	<i>Notice of Filing Second Amendment to the Asset Purchase Agreement</i>
4478	7/9/2019	<i>Disclosure Statement for Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors</i>
7313	2/20/2020	<i>Stipulation and Pre-Trial Scheduling Order Between Transform and Greene Class Action Plaintiffs</i>
7522	3/27/2020	<i>Amended Stipulation and Pre-Trial Scheduling Order Between Transform and Greene Class Action Plaintiffs</i>
9331	3/2/2021	<i>Second Amended Stipulation and Pre-Trial Scheduling Order Between Transform and Greene Class Action Plaintiffs</i>

TRANSCRIPTS OF PROCEEDINGS

Docket No.	Docket Entry Date	Description
2700	2/5/2019	Transcript Regarding Hearing Held on 2/4/2019
2869	2/8/2019	Transcript Regarding Hearing Held on 2/6/2019
2886	2/11/2019	Transcript Regarding Hearing Held on 2/7/2019
7217	1/29/2020	Transcript Regarding Hearing Held on 1/28/2020
9385	3/25/2021	Transcript Regarding Hearing Held on 3/23/2021

Dated: July 6, 2021
New York, New York

/s/ Luke A. Barefoot

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